

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware

 (State)

Case number (if known): _____ Chapter 11

☐ Check if this is an
amended filing

Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

CII Parent, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names,
trade names, and *doing business*
as names

3. Debtor's federal Employer Identification Number (EIN)

4 7 - 4 6 5 4 7 0 6

4. Debtor's address**Principal place of business**

21 Custom House Street

Number Street

Boston

City

MA

State

02110

ZIP Code

Suffolk

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL)

n/a

Debtor CII Parent, Inc. Case number (if known) _____
 Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business:*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 1 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor CII Parent, Inc.

Name

Case number (if known)

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No☐ Yes.

District

When

MM / DD / YYYY

Case number

District

When

MM / DD / YYYY

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☒ No☐ Yes.

Debtor

Relationship

District

When

MM / DD / YYYY

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

☒

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other

Where is the property?

Number

Street

City

State ZIP Code

Is the property insured?☐

No

☐

Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

Debtor CII Parent, Inc.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
- ☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
- ☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
- ☐ 200-999

15. Estimated assets

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☒ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

16. Estimated liabilities

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☒ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/27/2022
MM / DD / YYYY

x

Signature of authorized representative of debtor

Thomas Radford

Printed name

Title President

Debtor CII Parent, Inc.
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Robert J. Dehney
Signature of attorney for debtor

Date 12 / 27 / 2022
MM / DD / YYYY

Robert J. Dehney

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name

1201 North Market Street, 16th Floor

Number Street

Wilmington

City

(302) 351-9353

Contact phone

DE 19899-1347

State ZIP Code

rdehney@morrisnichols.com

Email address

3578

Bar number

DE

State

**WRITTEN CONSENT
OF DIRECTORS OF CII PARENT, INC.**

I, the undersigned, being the sole director of CII Parent, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), do hereby consent, pursuant to Section 141 of the Delaware General Corporation Law, to the adoption of the following resolutions by the Board of Directors of the Corporation (the “Board”) and that such action be taken without a meeting pursuant to said Section 141:

WHEREAS, the Board has reviewed and considered the financial and operational condition of the business on the date hereof, including the current and long-term liabilities of the Corporation, credit market conditions, and macroeconomic conditions impacting the Corporation and its direct and indirect subsidiaries;

WHEREAS, the Board has determined that the Corporation and its stakeholders would best be served by a reorganization of the Corporation under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”).

NOW THEREFORE, it is hereby:

RESOLVED, that, as soon as practicable, the Corporation file a petition for relief under Chapter 11 of the Bankruptcy Code (the “Petition”) in the District of Delaware (the “Court”); and it is further

RESOLVED, that I, Thomas Radford, President of the Corporation (the “Authorized Officer”), be and hereby am authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, the Petition on behalf of the Corporation in order to seek relief under Chapter 11 of the Bankruptcy Code in the Court (the “Chapter 11 case”); and it is further

RESOLVED, that the Authorized Officer be and hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to support the Petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that are deemed necessary, advisable or appropriate in connection with, or in furtherance of, the Petition or the Chapter 11 case, with a view to the successful prosecution of the case and the protection of the Corporation's direct and indirect subsidiaries; and it is further

RESOLVED, that the Authorized Officer be and hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, to employ the law firm of Glenn Agre Bergman & Fuentes LLP, located at 1185 Avenue of the Americas, New York, New York 10019, as bankruptcy co-counsel to render legal services to, and to represent, the Corporation in the Chapter 11 case and in any and all related proceedings, subject to Court approval; and it is further

RESOLVED, that the Authorized Officer be and hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, to employ the law firm of Morris, Nichols, Arsht & Tunnell LLP, located at 1201 North Market Street, Wilmington, Delaware 19801, as bankruptcy co-counsel to render legal services to, and to represent, the Corporation in the Chapter 11 case and in any and all related proceedings, subject to Court approval; and it is further

RESOLVED, that the Corporation and its representatives are authorized to take such actions as are necessary, advisable or appropriate to maximize the value of the Corporation and its direct and indirect subsidiaries.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 27th day of December, 2022 and direct that it be filed with the minutes of proceedings of the Board.



Thomas Radford

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

CII PARENT, INC.

Debtor.¹

Chapter 11

Case No 22-_____ (___)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the Debtor certifies that CII Intermediate, Inc., owns more than 10% of the common stock of the Debtor. FSEP FS Holdings, LLC, owns more than 10% of the common stock of CII Intermediate, Inc., and Falcon Structured Equity Partners, LP, owns more than 10% of the equity of FSEP FS Holdings, LLC.

¹ The last four digits of the Debtor's federal tax identification number are 4706. The Debtor's address is 21 Custom House Street, 10th Floor, Boston, Massachusetts 02110.

Fill in this information to identify the case and this filing:

Debtor Name CII Parent, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/27/2022
MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Thomas Radford

Printed name

President

Position or relationship to debtor